

CERTIFICATE OF SECRETARY

I, JOHN A. PICCIOTTO, the duly elected, qualified and acting Secretary of CareFirst of Maryland, Inc., do hereby certify that the attached copy of the Resolutions, adopted by the Board of Directors of CareFirst of Maryland, Inc. at a regular meeting held on November 20, 2001, is true, correct and complete, that said Resolutions were duly introduced and adopted, the required Board of Directors present and voting in the affirmative, and that said Resolutions have not been amended, modified or repealed, and remain in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and the seal of CareFirst of Maryland, Inc. this ____ day of _____, 2002.

(SEAL)

John A. Picciotto
Secretary

CAREFIRST OF MARYLAND, INC.

Resolutions of the Board of Directors

November 20, 2001

WHEREAS, CareFirst, Inc., a Maryland not-for-profit corporation ("*CareFirst*"), proposes to be acquired pursuant to an Agreement and Plan of Merger (the "*Merger Agreement*"), by and among WellPoint Health Networks Inc., a Delaware for-profit corporation ("*Purchaser*"), CareFirst and CF Acquisition Corp., a Maryland corporation ("*CFAC*"), whereby (1) CFAC will merge with and into CareFirst, with CareFirst surviving as a wholly-owned subsidiary of Purchaser (the "*Merger*") and (2) each outstanding share of CareFirst common stock will be converted into cash, subordinated notes, if any, and common stock of Purchaser, subject to the Merger Agreement;

WHEREAS, in connection with the Merger, each of CareFirst and CareFirst of Maryland, Inc., a Maryland corporation licensed as a non-profit health service plan (the "*Company*"), intends to convert from a non-profit, non-stock corporation to a for-profit, stock corporation, and CareFirst intends to issue shares of its capital stock to the appropriate tax-exempt entities designated by the appropriate governmental entities in amounts to be specified later; and

WHEREAS, the Board of Directors has been provided with copies of the Merger Agreement and related documents, a summary of and presentation regarding the transaction, a fairness report of Credit Suisse First Boston as to the fairness of the Merger, from a financial point of view, and such other information as the Board has deemed relevant for its review of the proposed transaction.

NOW, THEREFORE, be it hereby:

Conversion to For-Profit

RESOLVED, that the proper officers of the Company are hereby authorized to submit a plan of conversion to the appropriate regulatory agencies in the State of Maryland and in any other required jurisdiction as contemplated by the Merger Agreement and in such form as may be determined by such officers.

RESOLVED, that upon the approval of such plan of conversion and in connection with the Merger, the Company may take any and all actions necessary to convert the Company from a non-profit, non-stock entity into a for-profit, stock entity.

RESOLVED, that the amendment and restatement of the Company's charter and bylaws to effect the foregoing is hereby approved (such amendment and restatement to be effective immediately upon completion of the conversion).

RESOLVED, that upon the approval of such plan of conversion and in connection with the Merger, the Company is hereby authorized to issue to CareFirst up to 1,000 shares of common stock of the Company in consideration for its membership interest in the Company, and that the proper officers of the Company are hereby authorized and directed to execute, issue on behalf of the Company and deliver to CareFirst a certificate registered in its name for such number of fully paid and non-assessable shares of common stock of the Company.

RESOLVED, that each share of common stock of the Company issued in accordance with the immediately preceding resolution shall be deemed duly authorized, validly issued, fully paid and non-assessable.

Approval of Merger and Merger Agreement

RESOLVED, that each of the Merger and the Merger Agreement is hereby approved.

Regulatory Matters; BCBSA

RESOLVED, that each of the proper officers of the Company is hereby authorized and directed to make any regulatory filing, including any filing required by the Hart-Scott-Rodino Antitrust Improvements Act of 1976, and to take any and all actions required by the Blue Cross and Blue Shield Association in connection with the completion and the fulfillment of the transactions contemplated by the Merger Agreement.

General

RESOLVED, that each of the proper officers of the Company is hereby authorized and directed to execute, in the name and on behalf of the Company and under its corporate seal or otherwise, all documents, certificates, applications, or other instruments and to take from time to time any and all other actions necessary or desirable to carry out the purposes of the foregoing resolutions, including, without limitation, the negotiation, execution and delivery of all appropriate closing documents and certificates necessary or desirable in connection with the completion and the fulfillment of the transactions contemplated by the Merger Agreement.